## Amendments to the Claims

This Listing of the Claims will replace all prior versions, and listings, of claims in the application.

Listing of the Claims:

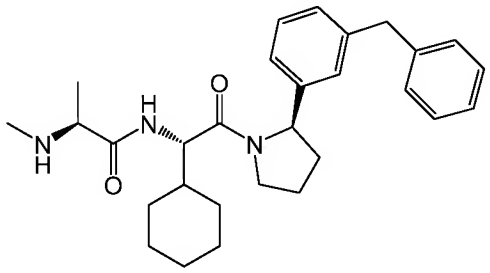
1.-20. (Cancelled).

21. (Previously Presented) A pharmaceutical composition which comprises a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of formula IV according to Claim 27.

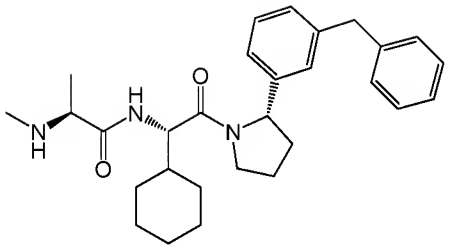
22. (Withdrawn and Currently Amended) A method of treating a proliferative disease which comprises administering a therapeutically effective amount of a compound of ~~formula I~~ formula IV according to ~~claim 1~~ Claim 27 to a mammal in need of such treatment.

23. (Withdrawn) A method of claim 22 wherein the mammal is a human.

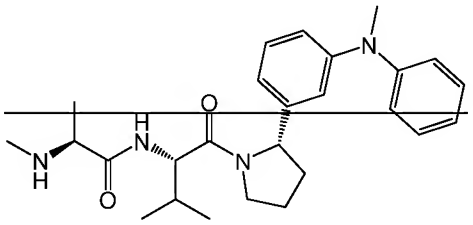
24. (Withdrawn and Currently Amended) A compound selected from the group consisting of



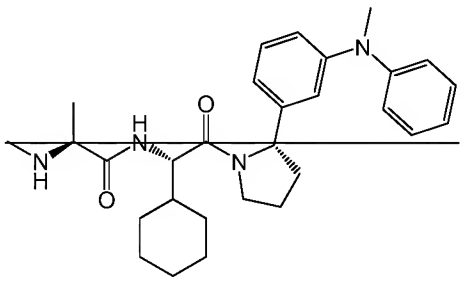
(S)-N-{(S)-2-[(R)-2-(3-Benzyl-phenyl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl}-2-methylamino-propionamide;



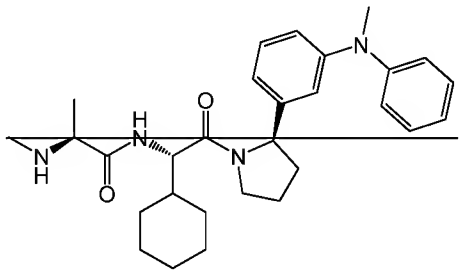
(S)-N-{(S)-2-[(S)-2-(3-Benzyl-phenyl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl}-2- . methylamino-propionamide;



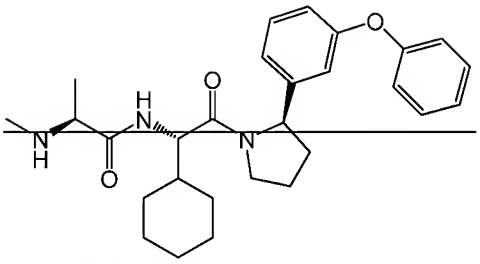
~~(S)-2-Methylamino-N((S)-2-methyl-1-{(S)-2-[3-(methyl-phenyl-amino)-phenyl]pyrrolidine-1-carbonyl}-propyl)-propionamide;~~



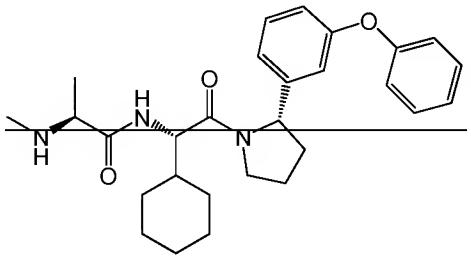
~~(S)-N-((S)-1-Cyclohexyl-2-{(S)-2-[3-(methyl-phenyl-amino)-phenyl]-pyrrolidin-1-yl}-2-oxo-ethyl)-2-methylamino-propionamide;~~



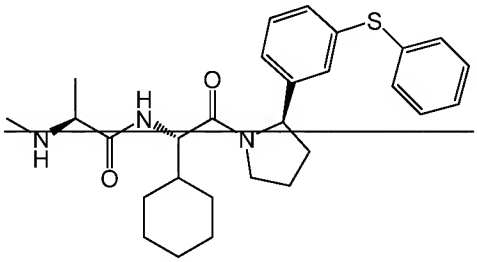
~~(S)-N-((S)-1-Cyclohexyl-2-{(R)-2-[3-(methyl-phenyl-amino)-phenyl]-pyrrolidin-1-yl}-2-oxo-ethyl)-2-methylamino-propionamide;~~



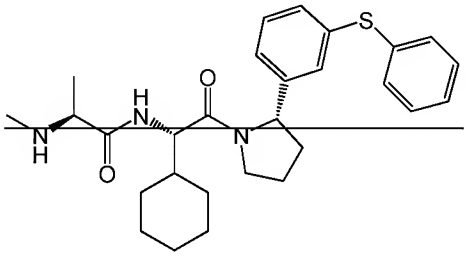
~~(S)-N-{(S)-1-Cyclohexyl-2-oxo-2-[(R)-2-(3-phenoxy-phenyl)-pyrrolidin-1-yl]-ethyl}-2-methylamino-propionamide;~~



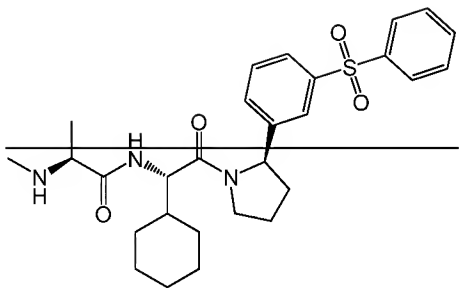
~~(S)-N-{(S)-1-Cyclohexyl-2-oxo-2-[(S)-2-(3-phenoxy-phenyl)-pyrrolidin-1-yl]-ethyl}-2-methylamino-propionamide;~~



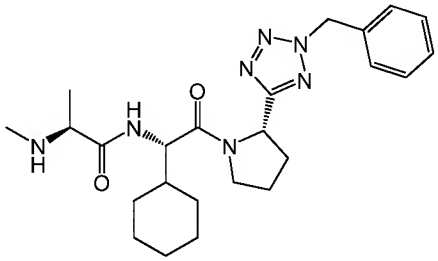
~~(S)-N-{(S)-1-Cyclohexyl-2-oxo-2-[(R)-2-(3-phenylsulfanyl-phenyl)-pyrrolidin-1-yl]ethyl}-2-methylamino-propionamide;~~



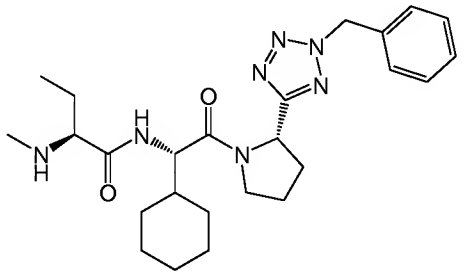
~~(S)-N-{(S)-1-Cyclohexyl-2-oxo-2-[(S)-2-(3-phenylsulfanyl-phenyl)-pyrrolidin-1-yl]ethyl}-2-methylamino-propionamide;~~



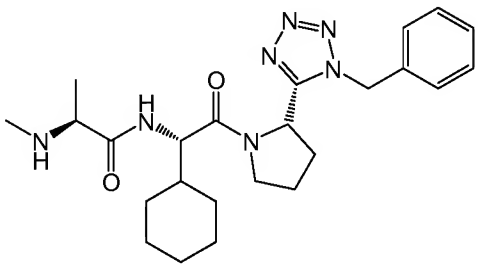
~~(S)-N-{(S)-2-[(R)-2-(3-Benzenesulfonyl-phenyl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino-propionamide;~~



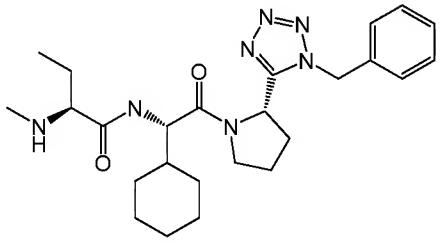
(S)-N-{(S)-2-[(S)-2-(2-Benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo- . ethyl}-2-methylamino-propionamide;



(S)-N-{(S)-2-[(S)-2-(2-Benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino-butyramide;



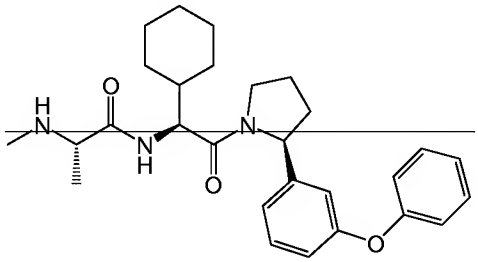
(S)-N-{(S)-2-[(S)-2-(1-Benzyl-1H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino- propionamide; and



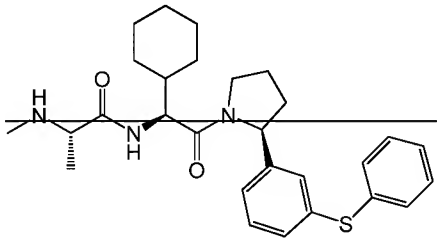
(S)-N-{(S)-2-[(S)-2-(1-Benzyl-1H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino-butyramide;
or a pharmaceutically acceptable salt thereof.

25. (Cancelled).

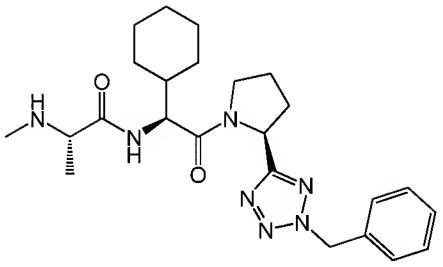
26. (Withdrawn and Currently Amended) A compound selected from the group consisting of



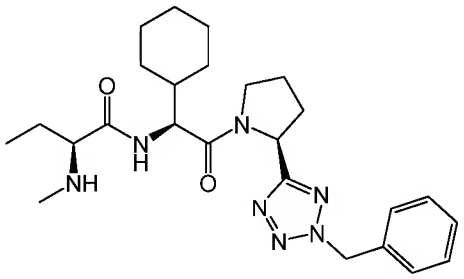
~~(S)-N-{(S)-1-Cyclohexyl-2-oxo-2-[(S)-2-(3-phenoxy-phenyl)-pyrrolidin-1-yl]-ethyl}-2-methylamino-propionamide;~~



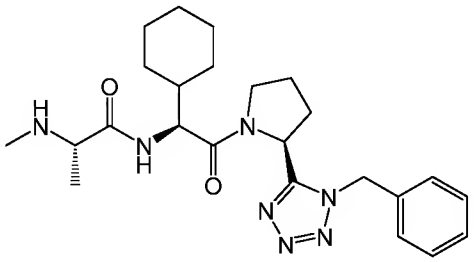
~~(S)-N-{(S)-1-Cyclohexyl-2-oxo-2-[(S)-2-(3-phenylsulfanyl-phenyl)-pyrrolidin-1-yl]ethyl}-2-methylamino-propionamide;~~



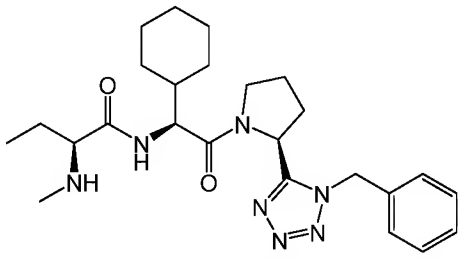
(S)-N-{(S)-2-[ (S)-2-(2-Benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino-propionamide;



(S)-N-{(S)-2-[(S)-2-(2-Benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino-butyramide;



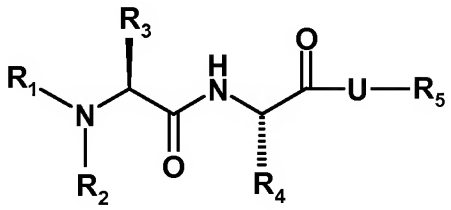
(S)-N-{(S)-2-[(S)-2-(1-Benzyl-1H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino-propionamide; and



(S)-N-{(S)-2-[(S)-2-( 1-Benzyl-1 H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino-butyramide;

or a pharmaceutically acceptable salt thereof.

27. (Currently Amended) A compound of formula (IV)



IV

wherein

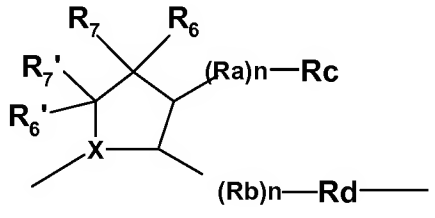
$R_1$ and $R_3$ are each independently methyl or ethyl;

$R_2$ is H, methyl, ethyl, chloromethyl, dichloromethyl or trifluoromethyl;

$R_4$ is $C_1$-$C_4$alkyl or $C_3$-$C_7$ cycloalkyl;

$R_5$ is H;

U is a structure of formula (II)



II

where

(a) X is N;

~~$R_6$, $R'_6$, $R_7$ and $R'_7$ are H;~~ $R_6$, $R_6'$, $R_7$ and $R_7'$ are H;

n is 0;

Rc is H;

Rd is $Ar_1$–D– $Ar_2$, where $Ar_1$ and $Ar_2$ are each independently a substituted or unsubstituted phenyl or het, and D is $C_1$ alkyl which is optionally substituted with halo, where the phenyl or the het of $Ar_1$ is attached to both (Rb)n and D, and the phenyl or the het of $Ar_2$ is attached to both D and $R^5$; or

(b) ~~X is N;~~

~~$R_6$, $R'_6$, $R_7$, and $R'_7$ are H; or~~

~~$R_6$ is -C(O)-$C_1$-$C_4$alkyl-phenyl and R'$_6$, $R_7$, and R'$_7$ are H;~~

~~n is O;~~

~~Rc is H;~~

~~Rd is $Ar_1$-D-$Ar_2$, wherein $Ar_1$ and $Ar_2$ are each independently a substituted or unsubstituted phenyl or het, and D is N(Rh), where Rh is H, Me, -CHO, -$SO_2$, -C(O), -CHOH, -$CF_3$ or -$SO_2CH_3$;~~

~~(c) X is N;~~

~~$R_6$, R'$_6$, $R_7$, and R'$_7$ are H;~~

~~n is O;~~

~~Rc is H;~~

~~Rd is $Ar_1$-D-$Ar_2$, where $Ar_1$ and $Ar_2$ are each independently a substituted or unsubstituted phenyl or het, and D is -O; or~~

~~(d) X is N;~~

~~$R_6$, R'$_6$, $R_7$, and R'$_7$ are H;~~

~~n is O;~~

~~Rc is H;~~

~~Rd is $Ar_1$-D-$Ar_2$, where $Ar_1$ and $Ar_2$ are each independently a substituted or unsubstituted phenyl or het, and D is S, S(O), or S(O)$_2$;~~

~~(e)~~ X is N;

~~$R_6$, R'$_6$, $R_7$, and R'$_7$ are H;~~ $R_6$, $R_6'$, $R_7$ and $R_7'$ are H;

~~n is O~~ n is 0;

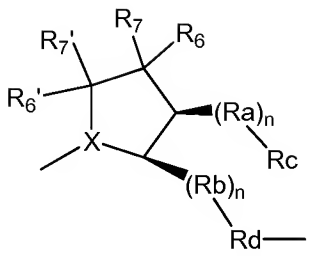
Rc is H;

Rd is $Ar_1$–D– $Ar_2$;

$Ar_1$ and $Ar_2$ are each independently a substituted or unsubstituted phenyl or het, and D is C(O), where the phenyl or the het of $Ar_1$ is attached to both (Rb)n and D, and the phenyl or the het of $Ar_2$ is attached to both D and $R^5$;

or a pharmaceutically acceptable salt thereof.

28. (Previously Presented) The compound of Claim 27 wherein U has a structure of formula V




V

or a pharmaceutically acceptable salt thereof.

29. (Currently Amended) The compound of Claim 28 wherein

(a) X is N;

~~$R_6$, $R'_6$, $R_7$ and $R'_7$ are H;~~ $R_6$, $R_6'$, $R_7$ and $R_7'$ are H;

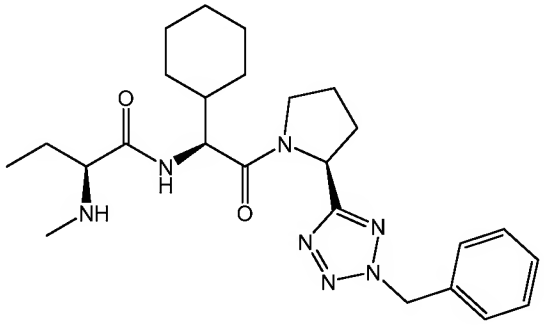
n is 0;

Rc is H;

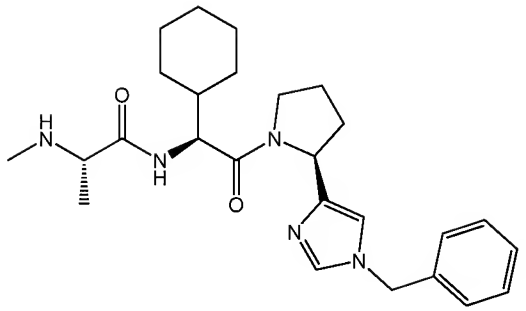
Rd is $Ar_1$–D– $Ar_2$, where $Ar_1$ and $Ar_2$ are each independently a substituted or unsubstituted phenyl or het, where the het is selected from the group consisting of tetrazolyl, 1,2,3-triazole, pyrazole, oxazole, pyrrolyl, triazine, pyrimidine, imidazole, and oxadiazole, and D is $C_1$ alkyl which is optionally substituted with halo, wherein the phenyl or the het of $Ar_1$ is attached to both (Rb)n and D, and the phenyl or the het of $Ar_2$ is attached to both D and $R^5$;

or a pharmaceutically acceptable salt thereof.

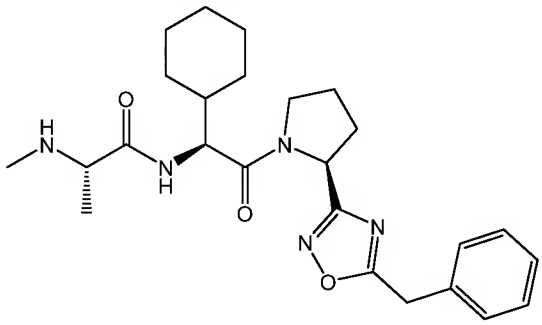
30. (Previously Presented) The compound of Claim 29 selected from the group consisting of



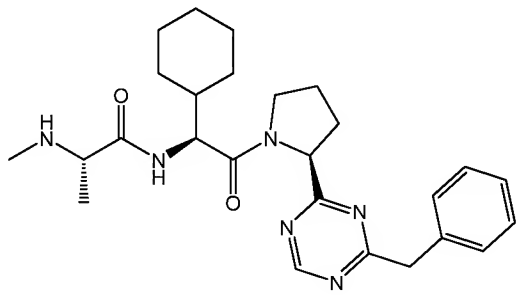

N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[2-(phenylmethyl)-2H-tetrazol-5-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-butanamide;



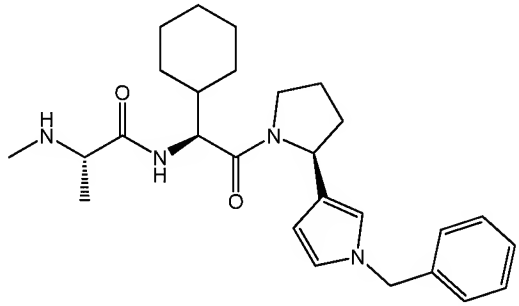
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-imidazol-4-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



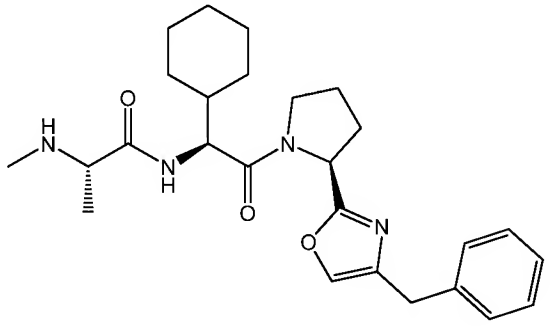
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[5-(phenylmethyl)-1,2,4-oxadiazol-3-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



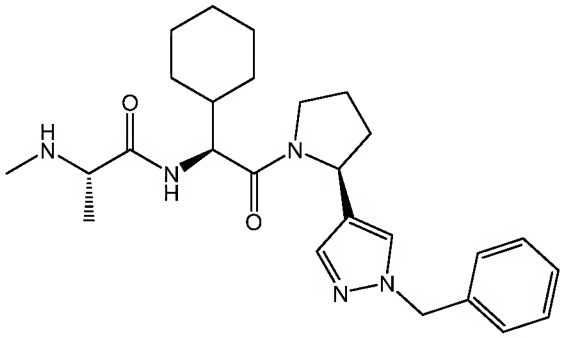
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[4-(phenylmethyl)-1,3,5-triazin-2-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



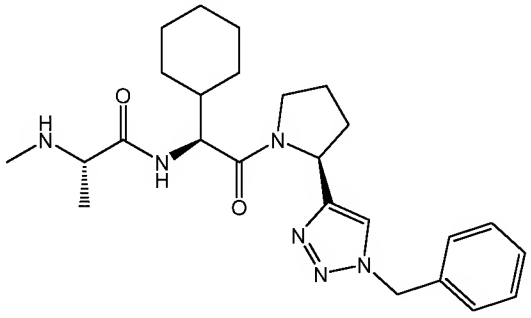
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-pyrrol-3-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



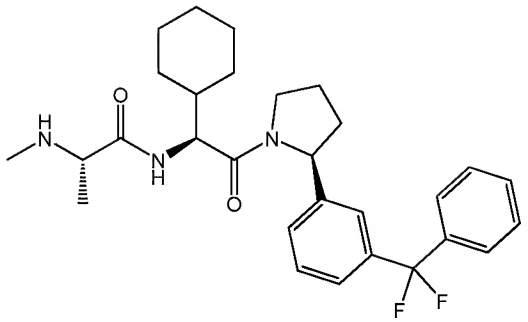
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[4-(phenylmethyl)-2-oxazolyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



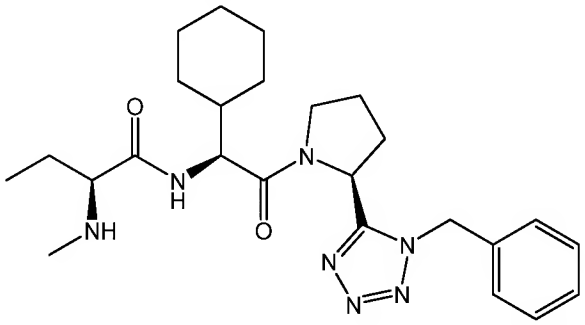
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-pyrazol-4-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



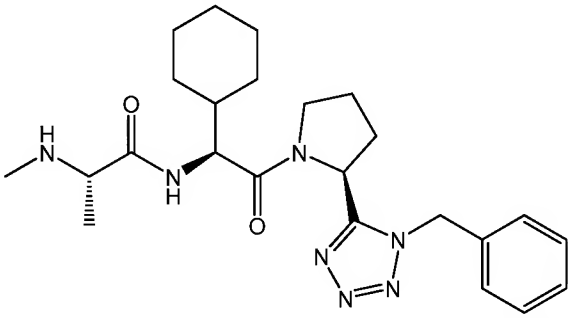
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-1,2,3-triazol-4-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



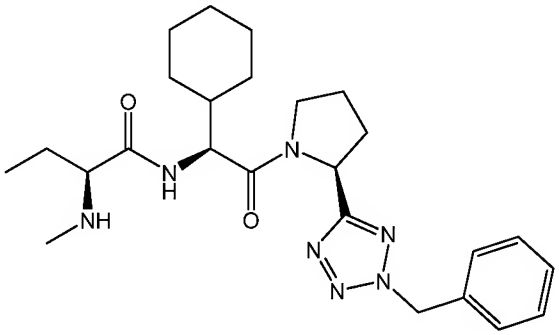
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[3-(difluorophenylmethyl)phenyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



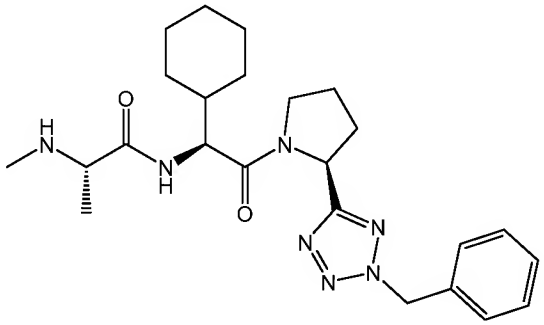
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-tetrazol-5-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-butanamide;



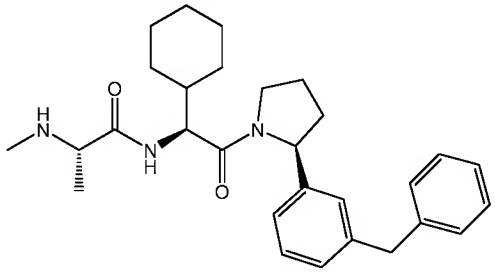
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-tetrazol-5-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[2-(phenylmethyl)-2H-tetrazol-5-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-butanamide;



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[2-(phenylmethyl)-2H-tetrazol-5-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide; and



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[3-(phenylmethyl)phenyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;

or a pharmaceutically acceptable salt thereof.

31.-36. (Cancelled).

37. (Withdrawn and Currently Amended) The compound of Claim 28 wherein

~~(e)~~ (b) X is N;

~~$R_6$, $R'_6$, $R_7$, and $R'_7$ are H;~~ $R_6$, $R_6'$, $R_7$ and $R_7'$ are H;

~~n is O~~ n is 0;

Rc is H;

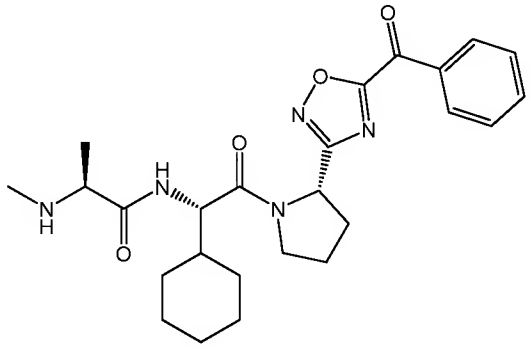
Rd is $Ar_1$–D– $Ar_2$;

$Ar_1$ and $Ar_2$ are each independently a substituted or unsubstituted phenyl or het, where the het is selected from the group consisting of oxazole, thiazole and oxadiazole, and D is C(O), where the phenyl or the

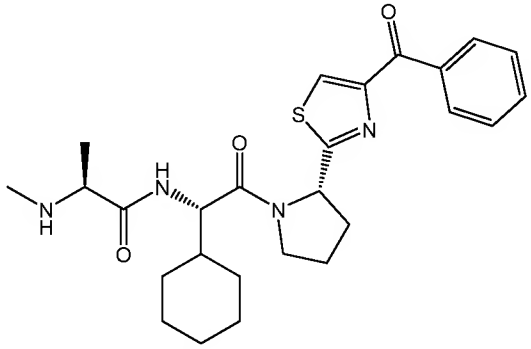
het of $Ar_1$ is attached to both (Rb)n and D, and the phenyl or the het of $Ar_2$ is attached to both D and $R^5$;

or a pharmaceutically acceptable salt thereof.

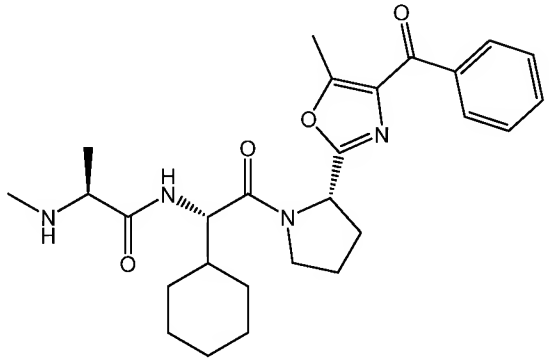
38. (Withdrawn) The compound of Claim 37 selected from the group consisting of



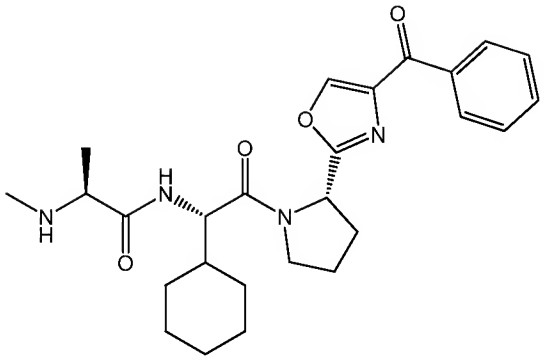
N-[(1S)-2-[(2S)-2-(5-benzoyl-1,2,4-oxadiazol-3-yl)-1-pyrrolidinyl]-1-cyclohexyl-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



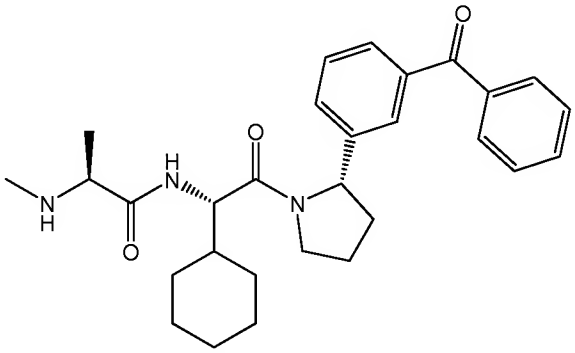
N-[(1S)-2-[(2S)-2-(4-benzoyl-2-thiazolyl)-1-pyrrolidinyl]-1-cyclohexyl-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



N-[(1S)-2-[(2S)-2-(4-benzoyl-5-methyl-2-oxazolyl)-1-pyrrolidinyl]-1-cyclohexyl-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



N-[(1S)-2-[(2S)-2-(4-benzoyl-2-oxazolyl)-1-pyrrolidinyl]-1-cyclohexyl-2-oxoethyl]-2-(methylamino)-(2S)-propanamide; and



N-[(1S)-2-[(2S)-2-(3-benzoylphenyl)-1-pyrrolidinyl]-1-cyclohexyl-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;

or a pharmaceutically acceptable salt thereof.